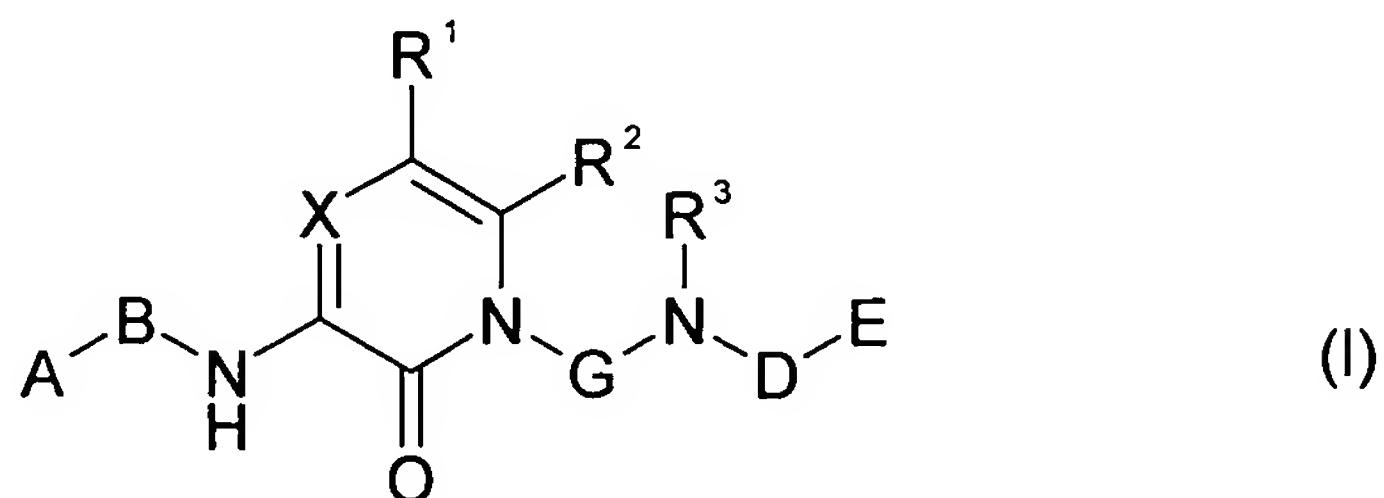


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently amended) A compound of Formula (I)



or a pharmaceutically acceptable salt thereof, wherein:

R^1 is hydrogen;

CN:

halogen; or

C₁₋₄ alkyl, optionally substituted with one or more fluoro;

R^2 is hydrogen;

CN:

halogen; or

C₁₋₆ alkyl substituted with one or more fluoro;

R^3 is hydrogen;

C₁₋₄ alkyl; or

C₃₋₆ cycloalkyl;

A is A^1 , wherein A^1 is selected from the group consisting of:

phenyl;

naphthyl;

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heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R⁴)-; and

heterobicycles containing up to 6 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R⁴)-;

wherein A¹ is optionally substituted with one or independently from each other more of

A²;

A³;

halogen;

CN;

-N(R⁵R⁶);

-OH;

=O, where the ring is at least partially saturated;

C₃₋₆ cycloalkyl;

-COOR⁷; or

-CONR⁸R⁹;

-S(O)₂NR^{8a}R^{9a}

and wherein R⁴, R⁵, R⁶ are independently selected from the group consisting of R^{7a}, -C(O)-R^{7a}, -C(O)O-R^{7a}, -C(O)NR^{7a}R^{7b}, -S(O)₂NR^{7a}R^{7b}, and S(O)₂-R^{7a};

and wherein R⁷, R^{7a}, R^{7b}, R⁸, R^{8a}, R⁹, R^{9a} are independently hydrogen or C₁₋₄ alkyl, wherein each C₁₋₄ alkyl is optionally substituted with one or more substituents independently selected from the group consisting of -COOH; -OH; -NH₂; -NH-C₁₋₄ alkyl; -N(C₁₋₄ alkyl)₂; and C₃₋₆ cycloalkyl;

Optionally R⁴ is a bond to directly attach A to B;

A² is selected from the group consisting of A⁴, -O-A⁴ and -N(R¹⁰)-A⁴,

wherein A⁴ is phenyl or a heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R¹¹)-; wherein A⁴ is optionally substituted with one or independently from each other more of

fluoro;
chloro;
 $-N(R^{12}R^{13})$
 C_{1-4} alkyl or $-O-C_{1-4}$ alkyl, both optionally substituted with one or independently from each other more of fluoro or $-N(R^{14}R^{15})$;
and wherein R^{10} , R^{12} , R^{13} , R^{14} , R^{15} are independently hydrogen or C_{1-4} alkyl;
and wherein R^{11} is selected from the group consisting of hydrogen, C_{1-4} alkyl
and $-C(O)-C_{1-4}$ alkyl;

A^3 is selected from the group consisting of C_{1-6} alkyl, $-O-C_{1-6}$ alkyl and $-N(R^{16})-C_{1-6}$ alkyl, wherein the C_{1-6} alkyl group is optionally substituted with one or independently from each other more of

fluoro;
 $-N(R^{17}R^{18})$;
 A^5 ;
and/or A^3 is optionally interrupted with one or more oxygen;
and wherein R^{16} , R^{17} , R^{18} are independently hydrogen or C_{1-4} alkyl;

A^5 is phenyl or a heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of $-O-$, $-S-$, $-S(O)-$, $-S(O_2)-$, $-N=$, $-N(O)=$ and $-N(R^{19})-$;
wherein A^5 is optionally substituted with one or independently from each other more of

fluoro;
chloro;
 $-N(R^{20}R^{21})$
 C_{1-4} alkyl or $-O-C_{1-4}$ alkyl, both optionally substituted with one or independently from each other more of fluoro or $-N(R^{22}R^{23})$;
and wherein R^{19} is selected from the group consisting of hydrogen, C_{1-4} alkyl
and $-C(O)-C_{1-4}$ alkyl;
and wherein R^{20} , R^{21} , R^{22} , R^{23} are independently hydrogen or C_{1-4} alkyl;

B is selected from the group consisting of $-Y-Z-$; $-Y-Z-C(O)-$; $-Y-Z-O-C(O)-$;
 $-Y-Z-S(O)_2-$; and $-Y-Z-NH-C(O)-$ wherein

Y is a bond, $-O-$, $-S-$, $-N(R^{24})-$, $-N(R^{25})-C(O)-$, $-C(O)-N(R^{26})-$, or $-C(O)-$;

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Z is C₁₋₆ alkyl,
optionally interrupted with oxygen, sulfur or -N(R²⁷)-
and/or optionally substituted with one or independently from each other
more of
halogen;
CN;
C₃₋₆ cycloalkyl;
-COOR²⁸;
-CON(R²⁹R³⁰)
and/or optionally one chain carbon forms part of a C₃₋₆ cycloalkyl;
and wherein R²⁴, R²⁵, R²⁶, R²⁷, R²⁸, R²⁹, R³⁰ are independently
hydrogen; or
C₁₋₄ alkyl, optionally substituted with -COOR³¹ or -CON(R³²R³³)
wherein R³¹, R³², R³³ are independently hydrogen or
C₁₋₄ alkyl;

X is =C(R³⁴)- or =N-, wherein R³⁴ is
hydrogen;
C₁₋₆ alkyl, optionally substituted with one or more fluoro; or
-S(O)₂R³⁵, wherein R³⁵ is selected from the group consisting of X¹, C₁₋₆ alkyl,
and -C₁₋₆ alkyl-X¹; wherein R³⁵ is optionally substituted with one or
independently from each other more of
fluoro;
chloro;
C₁₋₄ alkyl; or
-O-C₁₋₄ alkyl;

X¹ is phenyl or heterocycle containing up to 4 heteroatoms, which are the same or different and
selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R³⁶)-; and
wherein R³⁶ is selected from the group consisting of hydrogen,
C₁₋₄ alkyl and -C(O)-C₁₋₄ alkyl;

G is -CH(R³⁷)-C(R³⁸R³⁹)-;

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$-\text{CH}(\text{R}^{37})-\text{C}(\text{R}^{38}\text{R}^{39})-\text{C}(\text{R}^{40}\text{R}^{41})-$;

wherein R^{37} , R^{38} , R^{39} , R^{40} , R^{41} are independently

hydrogen;

C_{1-4} alkyl, optionally substituted with one or more fluoro;

C_{3-6} cycloalkyl, optionally substituted with one or more fluoro;

or R^{38} and R^{39} or R^{40} and R^{41} form together C_{3-6} cycloalkyl, optionally

substituted with one or more fluoro, -OH, C_{1-4} alkyl;

or R^{37} and R^{38} or R^{38} and R^{40} form together C_{3-6} cycloalkyl, optionally

substituted with one or more fluoro, -OH, C_{1-4} alkyl;

D is C_{1-6} alkyl,

optionally interrupted with oxygen, sulfur or $-\text{N}(\text{R}^{42})-$

and/or optionally substituted with halogen, CN, C_{3-6} cycloalkyl;

and/or optionally one chain carbon or two vicinal carbons form part of a C_{3-6} cycloalkyl,

wherein R^{42} is selected from the group consisting of hydrogen, C_{1-4} alkyl, C_{3-6} ~~cycloalkyl~~
cycloalkyl and $-\text{C}(\text{O})-\text{C}_{1-4}$ alkyl;

E is E^1 , wherein E^1 is selected from the group consisting of

phenyl;

naphthyl;

heterocycle containing up to 4 heteroatoms, which are the same or different and

selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and $-\text{N}(\text{R}^{43})-$; and

heterobicycle containing up to 6 heteroatoms, which are the same or different

and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and $-\text{N}(\text{R}^{44})-$;

wherein E^1 is optionally substituted with one or independently from each other more of

E^2 ;

E^3 ;

halogen;

CN;

$-\text{N}(\text{R}^{45}\text{R}^{46})$;

-OH;

=O, where the ring is at least partially saturated;

C₃₋₆ cycloalkyl;

-COOR⁴⁷; or

-CONR⁴⁸R⁴⁹;

-S(O)₂NR^{48a}R^{49a};

and wherein R⁴³, R⁴⁴, R⁴⁵, R⁴⁶ are independently selected from the group consisting of hydrogen;

C₁₋₄ alkyl optionally substituted with -OH;

and -C(O)-C₁₋₄ alkyl optionally substituted with -OH;

and wherein R⁴⁷, R⁴⁸, R^{48a}, R⁴⁹, R^{49a} are independently hydrogen or C₁₋₄ alkyl, optionally substituted with -OH;

E² is selected from the group consisting of E⁴, -C(O)-E⁴, -O-E⁴ and -N(R⁵⁰)-E⁴,

wherein E⁴ is phenyl or heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R⁵¹)-; wherein E⁴ is optionally substituted with one or independently from each other more of

fluoro;

chloro;

cyano;

=O, where the ring is at least partially saturated;

-N(R⁵²R⁵³);

C₁₋₄ alkyl; or

-O-C₁₋₄ alkyl;

and wherein R⁵⁰, R⁵², R⁵³ are independently hydrogen or C₁₋₄ alkyl, optionally substituted with -OH;

and wherein R⁵¹ is selected from the group consisting of

hydrogen;

C₁₋₄ alkyl, optionally substituted with -OH; and

-C(O)-C₁₋₄ alkyl, optionally substituted with -OH;

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E^3 is selected from the group consisting of C_{1-6} alkyi, $-O-C_{1-6}$ alkyi, $-N(R^{54})-C_{1-6}$ alkyl, wherein E^3 is optionally substituted with one or independently from each other more of

fluoro;

$-N(R^{55}R^{56})$;

E^5 ;

and/or E^3 is optionally interrupted with one or more oxygen;

and wherein R^{54} , R^{55} , R^{56} are independently hydrogen or C_{1-4} alkyl, optionally substituted with $-OH$;

E^5 is phenyl or heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of $-O-$, $-S-$, $-S(O)-$, $-S(O_2)-$, $-N=$, $-N(O)=$ and $-N(R^{57})-$; wherein E^5 is optionally substituted with one or independently from each other more of

fluoro;

chloro;

cyano;

$=O$, where the ring is at least partially saturated;

$-N(R^{58}R^{59})$;

C_{1-4} alkyl or

$-O-C_{1-4}$ alkyl;

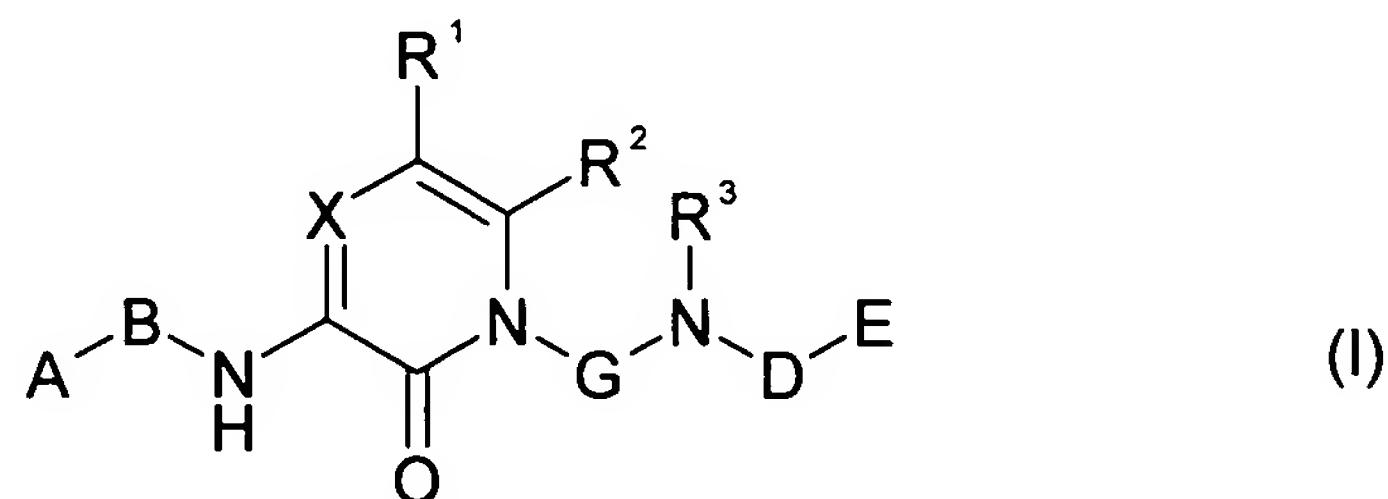
and wherein R^{57} is independently selected from the group consisting of hydrogen;

C_{1-4} alkyl, optionally substituted with $-OH$; and

$-C(O)-C_{1-4}$ alkyl, optionally substituted with $-OH$;

and wherein R^{58} , R^{59} are independently hydrogen or C_{1-4} alkyl, optionally substituted with $-OH$.

2. (Currently amended) A compound of Formula (I)



or a pharmaceutically acceptable salt thereof, wherein:

R¹ is hydrogen;
CN;
halogen; or
C₁₋₄ alkyl, optionally substituted with one or more fluoro;

R² is hydrogen;
halogen;
CN;
C₁₋₆ alkyl, optionally substituted with one or more fluoro;
C₃₋₆ cycloalkyl; or
O-C₁₋₄ alkyl;

R³ is hydrogen;
C₁₋₄ alkyl; or
C₃₋₆ cycloalkyl;

A is A¹, wherein A¹ is selected from the group consisting of:
phenyl;
naphthyl;
heterocycle containing up to 4 heteroatoms, which are the same or different and
selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=,
-N(O)= and -N(R⁴)-; and
heterobicycles containing up to 6 heteroatoms, which are the same or different
and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=,
-N(O)= and -N(R⁴)-;
wherein A¹ is optionally substituted with one or independently from each other
more of
A²;
A³;
halogen;

CN;
-N(R⁵R⁶);
-OH;
=O, where the ring is at least partially saturated;
C₃₋₆ cycloalkyl;
-COOR⁷; or
-CONR⁸R⁹;
-S(O)₂NR^{8a}R^{9a}

and wherein R⁴, R⁵, R⁶ are independently selected from the group consisting of R^{7a}, -C(O)-R^{7a}, -C(O)O-R^{7a}, -C(O)NR^{7a}R^{7b}, -S(O)₂NR^{7a}R^{7b}, and S(O)₂-R^{7a};
and wherein R⁷, R^{7a}, R^{7b}, R⁸, R^{8a}, R⁹, R^{9a} are independently hydrogen or C₁₋₄ alkyl, wherein each C₁₋₄ alkyl is optionally substituted with one or more substituents independently selected from the group consisting of -COOH; -OH; -NH₂; -NH-C₁₋₄ alkyl; -N(C₁₋₄ alkyl)₂; and C₃₋₆ cycloalkyl;

Optionally R⁴ is a bond to directly attach A to B;

A² is selected from the group consisting of A⁴, -O-A⁴ and -N(R¹⁰)-A⁴, wherein A⁴ is phenyl or a heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R¹¹)-; wherein A⁴ is optionally substituted with one or independently from each other more of

fluoro;
chloro;
-N(R¹²R¹³)

C₁₋₄ alkyl or -O-C₁₋₄ alkyl, both optionally substituted with one or independently from each other more of fluoro or -N(R¹⁴R¹⁵);

and wherein R¹⁰, R¹², R¹³, R¹⁴, R¹⁵ are independently hydrogen or C₁₋₄ alkyl;

and wherein R¹¹ is selected from the group consisting of hydrogen, C₁₋₄ alkyl and -C(O)-C₁₋₄ alkyl;

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A^3 is selected from the group consisting of C_{1-6} alkyl, $-O-C_{1-6}$ alkyl and $-N(R^{16})-C_{1-6}$ alkyl, wherein the C_{1-6} alkyl group is optionally substituted with one or independently from each other more of

fluoro;

$-N(R^{17}R^{18})$;

A^5 ;

and/or A^3 is optionally interrupted with one or more oxygen;

and wherein R^{16} , R^{17} , R^{18} are independently hydrogen or C_{1-4} alkyl;

A^5 is phenyl or a heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of $-O-$, $-S-$, $-S(O)-$, $-S(O_2)-$, $-N=$, $-N(O)=$ and $-N(R^{19})-$; wherein A^5 is optionally substituted with one or independently from each other more of

fluoro;

chloro;

$-N(R^{20}R^{21})$

C_{1-4} alkyl or $-O-C_{1-4}$ alkyl, both optionally substituted with one or independently from each other more of fluoro or $-N(R^{22}R^{23})$;

and wherein R^{19} is selected from the group consisting of hydrogen, C_{1-4} alkyl and $-C(O)-C_{1-4}$ alkyl;

and wherein R^{20} , R^{21} , R^{22} , R^{23} are independently hydrogen or C_{1-4} alkyl;

B is selected from the group consisting of $-Y-Z-$; $-Y-Z-C(O)-$; $-Y-Z-O-C(O)-$; $-Y-Z-S(O)_2-$; and $-Y-Z-NH-C(O)-$ wherein

Y is a bond, $-O-$, $-S-$, $-N(R^{24})-$, $-N(R^{25})-C(O)-$, $-C(O)-N(R^{26})-$, or $-C(O)-$;

Z is C_{1-6} alkyl,

optionally interrupted with oxygen, sulfur or $-N(R^{27})-$

and/or optionally substituted with one or independently from each other more of

halogen;

CN ;

C_{3-6} cycloalkyl;

$-COOR^{28}$;

$-CON(R^{29}R^{30})$

and/or optionally one chain carbon forms part of a C₃₋₆ cycloalkyl;
and wherein R²⁴, R²⁵, R²⁶, R²⁷, R²⁸, R²⁹, R³⁰ are independently
hydrogen; or
C₁₋₄ alkyl, optionally substituted with -COOR³¹ or -CON(R³²R³³)
wherein R³¹, R³², R³³ are independently hydrogen or
C₁₋₄ alkyl;

X is =C(R³⁴)- or =N-, wherein R³⁴ is
hydrogen;
C₁₋₆ alkyl, optionally substituted with one or more fluoro; or
-S(O)₂R³⁵, wherein R³⁵ is selected from the group consisting of X¹, C₁₋₆ alkyl,
and -C₁₋₆ alkyl-X¹; wherein R³⁵ is optionally substituted with one or
independently from each other more of
fluoro;
chloro;
C₁₋₄ alkyl; or
-O-C₁₋₄ alkyl;

X¹ is phenyl or heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R³⁶)-; and wherein R³⁶ is selected from the group consisting of hydrogen, C₁₋₄ alkyl and -C(O)-C₁₋₄ alkyl;

G is -CH(R³⁷)-C(R³⁸R³⁹)-;
-CH(R³⁷)-C(R³⁸R³⁹)-C(R⁴⁰R⁴¹)-;
wherein R³⁷, R³⁸, R³⁹, R⁴⁰, R⁴¹ are independently
hydrogen;
C₁₋₄ alkyl, optionally substituted with one or more fluoro;
C₃₋₆ cycloalkyl, optionally substituted with one or more fluoro;
or R³⁸ and R³⁹ or R⁴⁰ and R⁴¹ form together C₃₋₆ cycloalkyl, optionally substituted with one or more fluoro, -OH, C₁₋₄ alkyl;
or R³⁷ and R³⁸ or R³⁸ and R⁴⁰ form together C₃₋₆ cycloalkyl, optionally substituted with one or more fluoro, -OH, C₁₋₄ alkyl;

D is C_{1-6} alkyl,
optionally interrupted with oxygen, sulfur or $-N(R^{42})-$
and/or optionally substituted with halogen, CN, C_{3-6} cycloalkyl;
and/or optionally one chain carbon or two vicinal carbons form part of a C_{3-6} cycloalkyl,
wherein R^{42} is selected from the group consisting of hydrogen, C_{1-4} alkyl, C_{3-6} ~~cycloalkyl~~
cycloalkyl and $-C(O)-C_{1-4}$ alkyl;

E is E^1 , wherein E^1 is selected from the group consisting of
naphthyl;
non-aromatic heterocycle containing up to 4 heteroatoms, which are the same or
different and
selected from the group consisting of $-O-$, $-S-$, $-S(O)-$, $-S(O_2)-$, $-N=$,
 $-N(O)=$ and $-N(R^{43})-$; and
heterobicycle containing up to 6 heteroatoms, which are the same or different
and selected from the group consisting of $-O-$, $-S-$, $-S(O)-$, $-S(O_2)-$, $-N=$,
 $-N(O)=$ and $-N(R^{44})-$;
wherein E^1 is optionally substituted with one or independently from each other more of
 E^2 ;
 E^3 ;
halogen;
CN;
 $-N(R^{45}R^{46})$;
 $-OH$;
 $=O$, where the ring is at least partially saturated;
 C_{3-6} cycloalkyl;
 $-COOR^{47}$; or
 $-CONR^{48}R^{49}$;
 $-S(O)_2NR^{48a}R^{49a}$;
and wherein R^{43} , R^{44} , R^{45} , R^{46} are independently selected from the group consisting of
hydrogen;
 C_{1-4} alkyl optionally substituted with $-OH$;
and $-C(O)-C_{1-4}$ alkyl optionally substituted with $-OH$;

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and wherein R^{47} , R^{48} , R^{49a} , R^{49} , R^{49a} are independently hydrogen or C_{1-4} alkyl, optionally substituted with -OH;

E^2 is selected from the group consisting of E^4 , $-C(O)-E^4$, $-O-E^4$ and $-N(R^{50})-E^4$, wherein E^4 is phenyl or heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and $-N(R^{51})-$; wherein E^4 is optionally substituted with one or independently from each other more of

fluoro;

chloro;

cyano;

=O, where the ring is at least partially saturated;

$-N(R^{52}R^{53})$;

C_{1-4} alkyl; or

$-O-C_{1-4}$ alkyl;

and wherein R^{50} , R^{52} , R^{53} are independently hydrogen or C_{1-4} alkyl, optionally substituted with -OH;

and wherein R^{51} is selected from the group consisting of

hydrogen;

C_{1-4} alkyl, optionally substituted with -OH; and

$-C(O)-C_{1-4}$ alkyl, optionally substituted with -OH;

E^3 is selected from the group consisting of C_{1-6} alkyl, $-O-C_{1-6}$ alkyl; $-N(R^{54})-C_{1-6}$ alkyl, wherein E^3 is optionally substituted with one or independently from each other more of

fluoro;

$-N(R^{55}R^{56})$;

E^5 ;

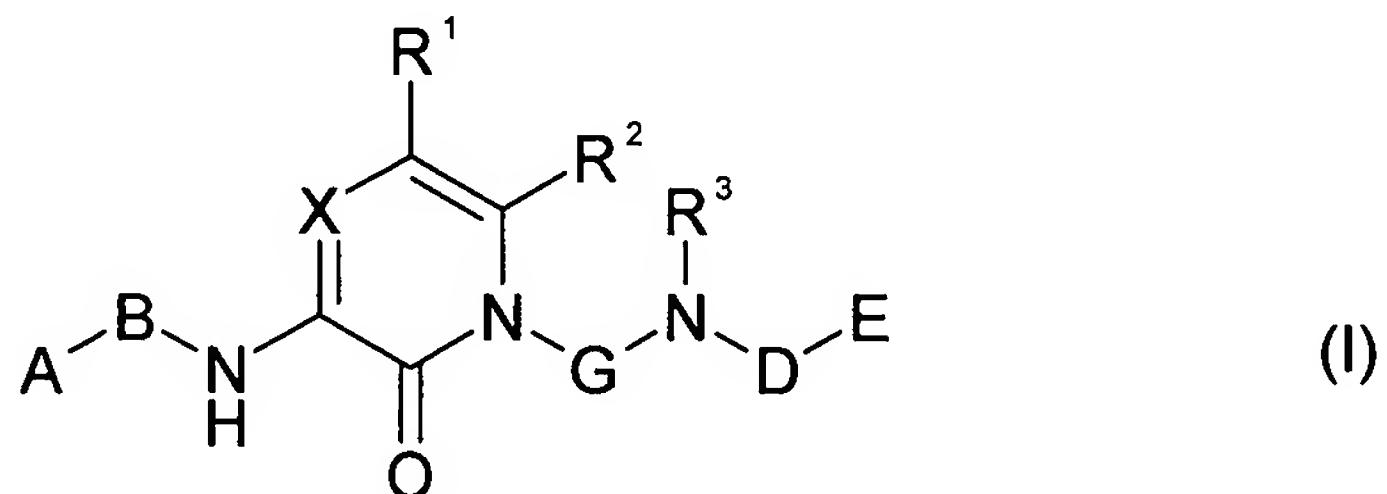
and/or E^3 is optionally interrupted with one or more oxygen;

and wherein R^{54} , R^{55} , R^{56} are independently hydrogen or C_{1-4} alkyl, optionally substituted with -OH;

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E^5 is phenyl or heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R⁵⁷)-; wherein E^5 is optionally substituted with one or independently from each other more of
fluoro;
chloro;
cyano;
=O, where the ring is at least partially saturated;
-N(R⁵⁸R⁵⁹);
C₁₋₄ alkyl or
-O-C₁₋₄ alkyl;
and wherein R⁵⁷ is independently selected from the group consisting of hydrogen;
C₁₋₄ alkyl, optionally substituted with -OH; and
-C(O)-C₁₋₄ alkyl, optionally substituted with -OH;
and wherein R⁵⁸, R⁵⁹ are independently hydrogen or C₁₋₄ alkyl, optionally substituted with -OH.

3. (Currently amended) A compound of Formula (I)



or a pharmaceutically acceptable salt thereof, wherein:

R^1 is hydrogen;
CN;
halogen; or
C₁₋₄ alkyl, optionally substituted with one or more fluoro;

R^2 is hydrogen;
CN;

halogen;

C_{1-6} alkyl, optionally substituted with one or more fluoro;

C_{3-6} cycloalkyl; or

$O-C_{1-4}$ alkyl;

R^3 is hydrogen;

C_{1-4} alkyl; or

C_{3-6} cycloalkyl;

A is A^1 , wherein A^1 is selected from the group consisting of:

naphthyl;

heterocycle containing up to 4 heteroatoms, which are the same or different and

selected from the group consisting of $-S(O)-$, $-S(O_2)-$ and $-N(O)=$; and

heterobicycles containing up to 6 heteroatoms, which are the same or different

and selected from the group consisting of $-O-$, $-S-$, $-S(O)-$, $-S(O_2)-$, $-N=$,
 $-N(O)=$ and $-N(R^4)-$;

wherein A^1 is optionally substituted with one or independently from each other
more of

A^2 ;

A^3 ;

halogen;

CN;

$-N(R^5R^6)$;

-OH;

=O, where the ring is at least partially saturated;

C_{3-6} cycloalkyl;

$-COOR^7$; or

$-CONR^8R^9$;

$-S(O)_2NR^{8a}R^{9a}$

and wherein R^4 , R^5 , R^6 are independently selected from the group consisting of R^{7a} ,
 $-C(O)-R^{7a}$, $-C(O)O-R^{7a}$, $-C(O)NR^{7a}R^{7b}$, $-S(O)_2NR^{7a}R^{7b}$, and $S(O)_2-R^{7a}$;

and wherein R^7 , R^{7a} , R^{7b} , R^8 , R^{8a} , R^9 , R^{9a} are independently hydrogen or C_{1-4} alkyl,
wherein each C_{1-4} alkyl is optionally substituted with one or more substituents

independently selected from the group consisting of -COOH; -OH; -NH₂; -NH-C₁₋₄ alkyl; -N(C₁₋₄ alkyl)₂; and C₃₋₆ cycloalkyl;

Optionally R⁴ is a bond to directly attach A to B;

A² is selected from the group consisting of A⁴, -O-A⁴ and -N(R¹⁰)-A⁴,

wherein A⁴ is phenyl or a heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R¹¹)-; wherein A⁴ is optionally substituted with one or independently from each other more of

fluoro;

chloro;

-N(R¹²R¹³)

C₁₋₄ alkyl or -O-C₁₋₄ alkyl, both optionally substituted with one or independently from each other more of fluoro or -N(R¹⁴R¹⁵);

and wherein R¹⁰, R¹², R¹³, R¹⁴, R¹⁵ are independently hydrogen or C₁₋₄ alkyl;

and wherein R¹¹ is selected from the group consisting of hydrogen, C₁₋₄ alkyl and -C(O)-C₁₋₄ alkyl;

A³ is selected from the group consisting of C₁₋₆ alkyl, -O-C₁₋₆ alkyl and -N(R¹⁶)-C₁₋₆ alkyl, wherein the C₁₋₆ alkyl group is optionally substituted with one or independently from each other more of

fluoro;

-N(R¹⁷R¹⁸);

A⁵;

and/or A³ is optionally interrupted with one or more oxygen;

and wherein R¹⁶, R¹⁷, R¹⁸ are independently hydrogen or C₁₋₄ alkyl;

A⁵ is phenyl or a heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R¹⁹)-; wherein A⁵ is optionally substituted with one or independently from each other more of

fluoro;

chloro;

$-N(R^{20}R^{21})$

C_{1-4} alkyl or $-O-C_{1-4}$ alkyl, both optionally substituted with one or independently from each other more of fluoro or $-N(R^{22}R^{23})$;

and wherein R^{19} is selected from the group consisting of hydrogen, C_{1-4} alkyl and $-C(O)-C_{1-4}$ alkyl;

and wherein R^{20} , R^{21} , R^{22} , R^{23} are independently hydrogen or C_{1-4} alkyl;

B is selected from the group consisting of $-Y-Z-$; $-Y-Z-C(O)-$; $-Y-Z-O-C(O)-$; $-Y-Z-S(O)_2-$; and $-Y-Z-NH-C(O)-$ wherein

Y is a bond, $-O-$, $-S-$, $-N(R^{24})-$, $-N(R^{25})-C(O)-$, $-C(O)-N(R^{26})-$, or $-C(O)-$;

Z is C_{1-6} alkyl,

optionally interrupted with oxygen, sulfur or $-N(R^{27})-$

and/or optionally substituted with one or independently from each other more of

halogen;

CN ;

C_{3-6} cycloalkyl;

$-COOR^{28}$;

$-CON(R^{29}R^{30})$

and/or optionally one chain carbon forms part of a C_{3-6} cycloalkyl;

and wherein R^{24} , R^{25} , R^{26} , R^{27} , R^{28} , R^{29} , R^{30} are independently

hydrogen; or

C_{1-4} alkyl, optionally substituted with $-COOR^{31}$ or $-CON(R^{32}R^{33})$

wherein R^{31} , R^{32} , R^{33} are independently hydrogen or

C_{1-4} alkyl;

X is $=C(R^{34})-$ or $=N-$, wherein R^{34} is

hydrogen;

C_{1-6} alkyl, optionally substituted with one or more fluoro; or

$-S(O)_2R^{35}$, wherein R^{35} is selected from the group consisting of X^1 , C_{1-6} alkyl,

and $-C_{1-6}$ alkyl- X^1 ; wherein R^{35} is optionally substituted with one or

independently from each other more of

fluoro;

chloro;

C_{1-4} alkyl; or

$-O-C_{1-4}$ alkyl;

X^1 is phenyl or heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of $-O-$, $-S-$, $-S(O)-$, $-S(O_2)-$, $-N=$, $-N(O)=$ and $-N(R^{36})-$; and wherein R^{36} is selected from the group consisting of hydrogen, C_{1-4} alkyl and $-C(O)-C_{1-4}$ alkyl;

G is $-CH(R^{37})-C(R^{38}R^{39})-$;

$-CH(R^{37})-C(R^{38}R^{39})-C(R^{40}R^{41})-$;

wherein R^{37} , R^{38} , R^{39} , R^{40} , R^{41} are independently

hydrogen;

C_{1-4} alkyl, optionally substituted with one or more fluoro;

C_{3-6} cycloalkyl, optionally substituted with one or more fluoro;

or R^{38} and R^{39} or R^{40} and R^{41} form together C_{3-6} cycloalkyl, optionally substituted with one or more fluoro, $-OH$, C_{1-4} alkyl;

or R^{37} and R^{38} or R^{38} and R^{40} form together C_{3-6} cycloalkyl, optionally substituted with one or more fluoro, $-OH$, C_{1-4} alkyl;

D is C_{1-6} alkyl,

optionally interrupted with oxygen, sulfur or $-N(R^{42})-$

and/or optionally substituted with halogen, CN, C_{3-6} cycloalkyl;

and/or optionally one chain carbon or two vicinal carbons form part of a C_{3-6} cycloalkyl, wherein R^{42} is selected from the group consisting of hydrogen, C_{1-4} alkyl, C_{3-6} ~~cycloalkyl~~
cycloalkyl and $-C(O)-C_{1-4}$ alkyl;

E is E^1 , wherein E^1 is selected from the group consisting of

phenyl;

naphthyl;

heterocycle containing up to 4 heteroatoms, which are the same or different and

selected from the group consisting of $-O-$, $-S-$, $-S(O)-$, $-S(O_2)-$, $-N=$, $-N(O)=$ and $-N(R^{43})-$; and

heterobicycle containing up to 6 heteroatoms, which are the same or different

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and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R⁴⁴)-;

wherein E¹ is optionally substituted with one or independently from each other more of

E²;

E³;

halogen;

CN;

-N(R⁴⁵R⁴⁶);

-OH;

=O, where the ring is at least partially saturated;

C₃₋₆ cycloalkyl;

-COOR⁴⁷; or

-CONR⁴⁸R⁴⁹;

-S(O)₂NR^{48a}R^{49a};

and wherein R⁴³, R⁴⁴, R⁴⁵, R⁴⁶ are independently selected from the group consisting of hydrogen;

C₁₋₄ alkyl optionally substituted with -OH;

and -C(O)-C₁₋₄ alkyl optionally substituted with -OH;

and wherein R⁴⁷, R⁴⁸, R^{48a}, R⁴⁹, R^{49a} are independently hydrogen or C₁₋₄ alkyl, optionally substituted with -OH;

E² is selected from the group consisting of E⁴, -C(O)-E⁴, -O-E⁴ and -N(R⁵⁰)-E⁴,

wherein E⁴ is phenyl or heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R⁵¹)-; wherein E⁴ is optionally substituted with one or independently from each other more of

fluoro;

chloro;

cyano;

=O, where the ring is at least partially saturated;

-N(R⁵²R⁵³);

C₁₋₄ alkyl; or

-O-C₁₋₄ alkyl;

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and wherein R^{50} , R^{52} , R^{53} are independently hydrogen or C_{1-4} alkyl, optionally substituted with -OH;

and wherein R^{51} is selected from the group consisting of

hydrogen;

C_{1-4} alkyl, optionally substituted with -OH; and

-C(O)- C_{1-4} alkyl, optionally substituted with -OH;

E^3 is selected from the group consisting of C_{1-6} alkyl, -O- C_{1-6} alkyl; -N(R^{54})- C_{1-6} alkyl, wherein E^3 is optionally substituted with one or independently from each other more of

fluoro;

-N(R^{55} R^{56});

E^5 ;

and/or E^3 is optionally interrupted with one or more oxygen;

and wherein R^{54} , R^{55} , R^{56} are independently hydrogen or C_{1-4} alkyl, optionally substituted with -OH;

E^5 is phenyl or heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R^{57})-; wherein E^5 is optionally substituted with one or independently from each other more of

fluoro;

chloro;

cyano;

=O, where the ring is at least partially saturated;

-N(R^{58} R^{59});

C_{1-4} alkyl or

-O- C_{1-4} alkyl;

and wherein R^{57} is independently selected from the group consisting of hydrogen;

C_{1-4} alkyl, optionally substituted with -OH; and

-C(O)- C_{1-4} alkyl, optionally substituted with -OH;

and wherein R^{58} , R^{59} are independently hydrogen or C_{1-4} alkyl, optionally substituted with -OH.

4. (Currently amended) A The compound according to any of the preceding claims of claim 1, wherein R¹ is hydrogen.

5. (Currently amended) A The compound according to any of the preceding claims of claim 1, wherein R² is hydrogen, chloro, -CH₃, -CH₂-CH₃, -CH₂-CH₂-CH₃, -CH₂-CH₂-CH₂-CH₃, -CH₂F, -CHF₂ or -CN.

6. (Currently amended) A The compound according to any one of the preceding claims of claim 1, wherein R³ is hydrogen.

7. (Currently amended) A The compound according to any one of the preceding claims of claim 1, wherein A¹ is phenyl or heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of -O-, -S-, -S(O)-, -S(O₂)-, -N=, -N(O)= and -N(R⁴)-, wherein R⁴ has the meaning as indicated in claim 1.

8. (Original) A compound according to claim 7, wherein A¹ is selected from the group consisting of phenyl, pyridine, pyridine-N oxide, piperidine, morpholine, and pyrrolidine.

9. (Currently amended) A The compound according to any of the preceding claims of claim 1, wherein R⁴ is a bond, -COOC₁₋₄ alkyl, methyl, ethyl, 2-hydroxyethyl, -COOH, -CH₂-COOH, -CH₂-COO-C₁₋₄ alkyl or cyclopropylmethyl and wherein A¹ is optionally substituted with up to 4 F.

10. (Currently amended) A The compound according to any one of the preceding claims of claim 1, wherein B is -Y-Z-.

11. (Currently amended) A The compound according to any one of the preceding claims of claim 1, wherein Y is a bond, -O-, -NH-, -S(O)₂- or -C(O)-.

12. (Currently amended) A The compound according to any one of the preceding claims of claim 1, wherein Z is -C(R⁶⁰R⁶¹)- or -C(R⁶⁰R⁶¹)-C(R⁶²R⁶³)-, wherein

R⁶⁰, R⁶¹, R⁶², R⁶³ are independently hydrogen, -C(O)NH₂, -COOH, -CH₂-COOH,

-CH₂-C(O)NH₂, fluoro, methyl, cyclopropyl or

R⁶⁰ and R⁶¹ form a cyclopropyl ring or

R^{62} and R^{63} form a cyclopropyl ring or
 R^{60} and R^{62} form a cyclopropyl or cyclobutyl ring.

13. (Original) A compound according to claim 12, wherein R^{60} , R^{61} , R^{62} , R^{63} are independently hydrogen, fluoro or $-C(O)NH_2$.

14. (Currently amended) A ~~The compound according to any one of the preceding claims of claim 1~~, wherein X is $=N-$.

15. (Currently amended) A ~~The compound according to any of the preceding claims of claim 1~~, wherein G is $-CH(R^{64})-C(R^{65}R^{66})-$; wherein R^{64} , R^{65} , R^{66} are independently hydrogen, F, methyl, $-CH_2F$, $-CHF_2$, CF_3 or cyclopropyl or R^{65} , R^{66} form together cyclopropyl.

16. (Currently amended) a ~~The compound according to any one of the preceding claims of claim 1~~, wherein G is $-CH_2-CH_2-$.

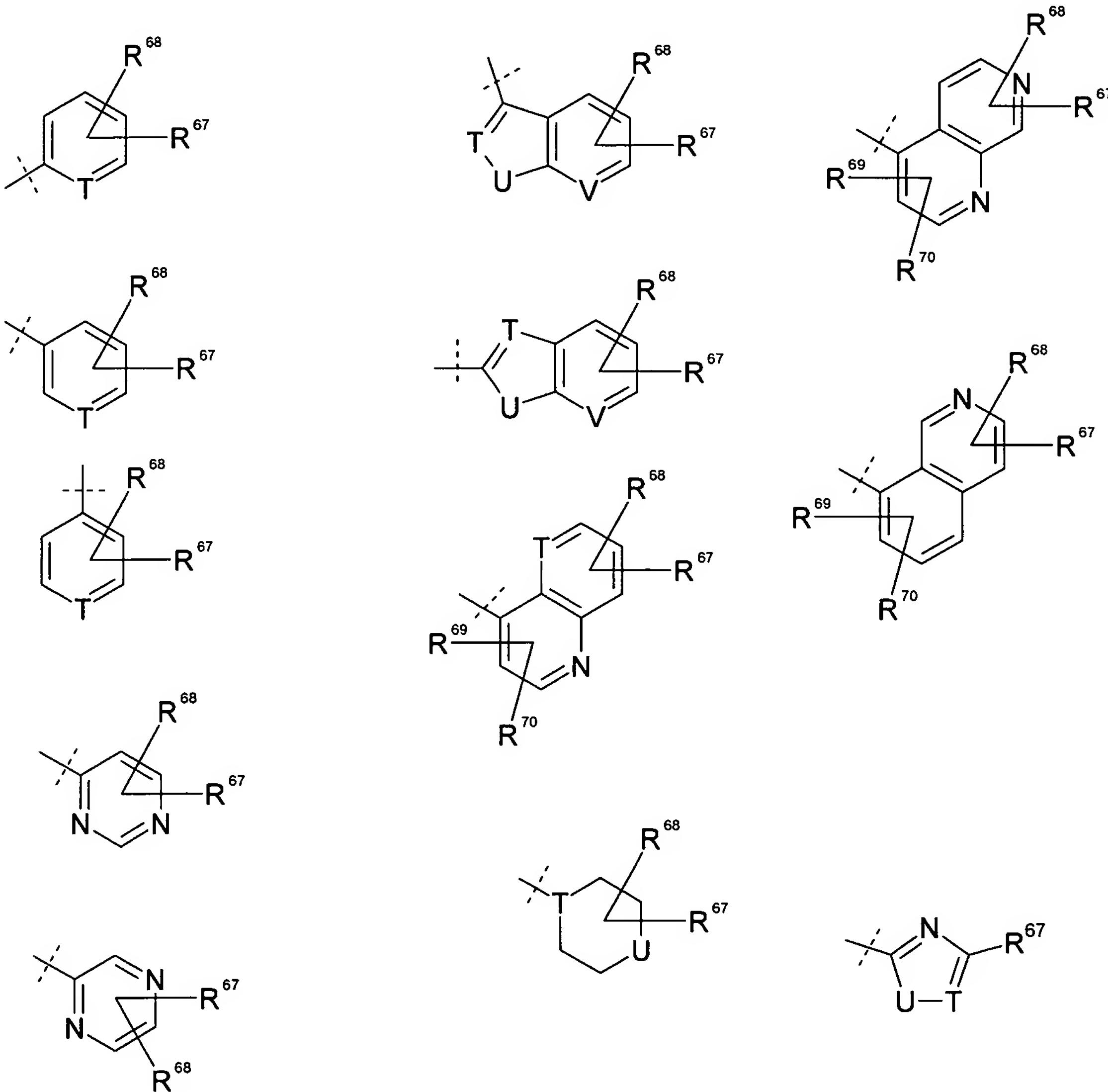
17. (Currently amended) A ~~The compound according to any one of the preceding claims of claim 1~~, wherein D is $-CH_2-$, $-CF_2-$, $-CH(CH_3)-$, $-C(CH_3)_2-$ or D^1-D^2 , where D^1 and D^2 are independently $-CH_2-$, $-CF_2-$, $-CH(CH_3)-$ or $-C(CH_3)_2-$ and wherein D^2 is optionally $-CH_2-NH-$.

18. (Original) A compound according to claim 17, wherein D is $-CH_2-$, $-CH(CH_3)-$, $-CH_2-CH_2-$, $-CH_2-CF_2$ or $-CH_2-CH_2-NH-$.

19. (Currently amended) A ~~The compound according to any one of the preceding claims of claim 1~~, wherein -E is selected from the group consisting of phenyl; heterocycle containing up to three heteroatoms, which are the same or different and selected from the group consisting of -O-, -N=, -N(O)- and -NH-; and heterobicycle containing up to three heteroatoms, which are the same or different and selected from the group consisting of -O-, -N=, and -NH-; and wherein E is optionally substituted with up to two substituents which are the same or different and selected from the group consisting of CN, F, Cl, C_{1-4} alkyl, OH, $O-C_{1-4}$ alkyl, NH_2 , $NH-C_{1-4}$ alkyl, $N(C_{1-4}$ alkyl) $_2$, $C(O)NH_2$, $C(O)NH-C_{1-4}$ alkyl, and $C(O)N(C_{1-4}$ alkyl) $_2$, wherein each C_{1-4} alkyl is optionally substituted with one or more substituents independently selected from OH and F.

20. (Original) A compound according to claim 19, wherein -E is phenyl, pyridine, benzimidazole, indazole, quinoline, isoquinoline, pyridine-(N)-oxide, benzothiophene, indole, azaindole, benzofuran, benzisoxazole, benzoxazole, benzothiazole.

21. (Currently amended) A ~~The~~ compound according to any one of the preceding claims of claim 1, wherein -E is selected from the group consisting of



wherein

T and V are independently =CH-, =CR⁷¹-, =N- or =N(O)-;

U is -NH-, -NR⁷²-, -O-, or -S-, wherein

R^{67} , R^{68} , R^{69} , R^{70} , R^{71} are independently selected from the group consisting of hydrogen;

C_{3-6} cycloalkyl;

E^6 ;

E^7 ;

halogen;

CN;

$-N(R^{73}R^{74})$;

$-OH$; and

$-COOR^{75}$ or $-C(O)NR^{76}R^{77}$;

and wherein R^{72} , R^{73} , R^{74} , R^{75} , R^{76} , R^{77} are independently

hydrogen;

C_{1-4} alkyl; or

$-C(O)-C_{1-4}$ alkyl;

E^6 is selected from the group consisting of C_{1-6} alkyl; $-O-C_{1-6}$ alkyl; and $-N(R^{78})-C_{1-6}$ alkyl, wherein the C_{1-6} alkyl group is optionally substituted with one or more of halogen;

CN;

$-N(R^{79}R^{80})$;

phenyl, optionally substituted with chloro;

heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of $-O-$, $-S-$, $-S(O)-$, $-S(O_2)-$, $-N=$, $-N(O)=$ and $-N(R^{81})-$, optionally substituted with chloro;

and/or E^6 is optionally interrupted by one or more of oxygen;

and wherein R^{78} , R^{79} , R^{80} , R^{81} are independently hydrogen, C_{1-4} alkyl;

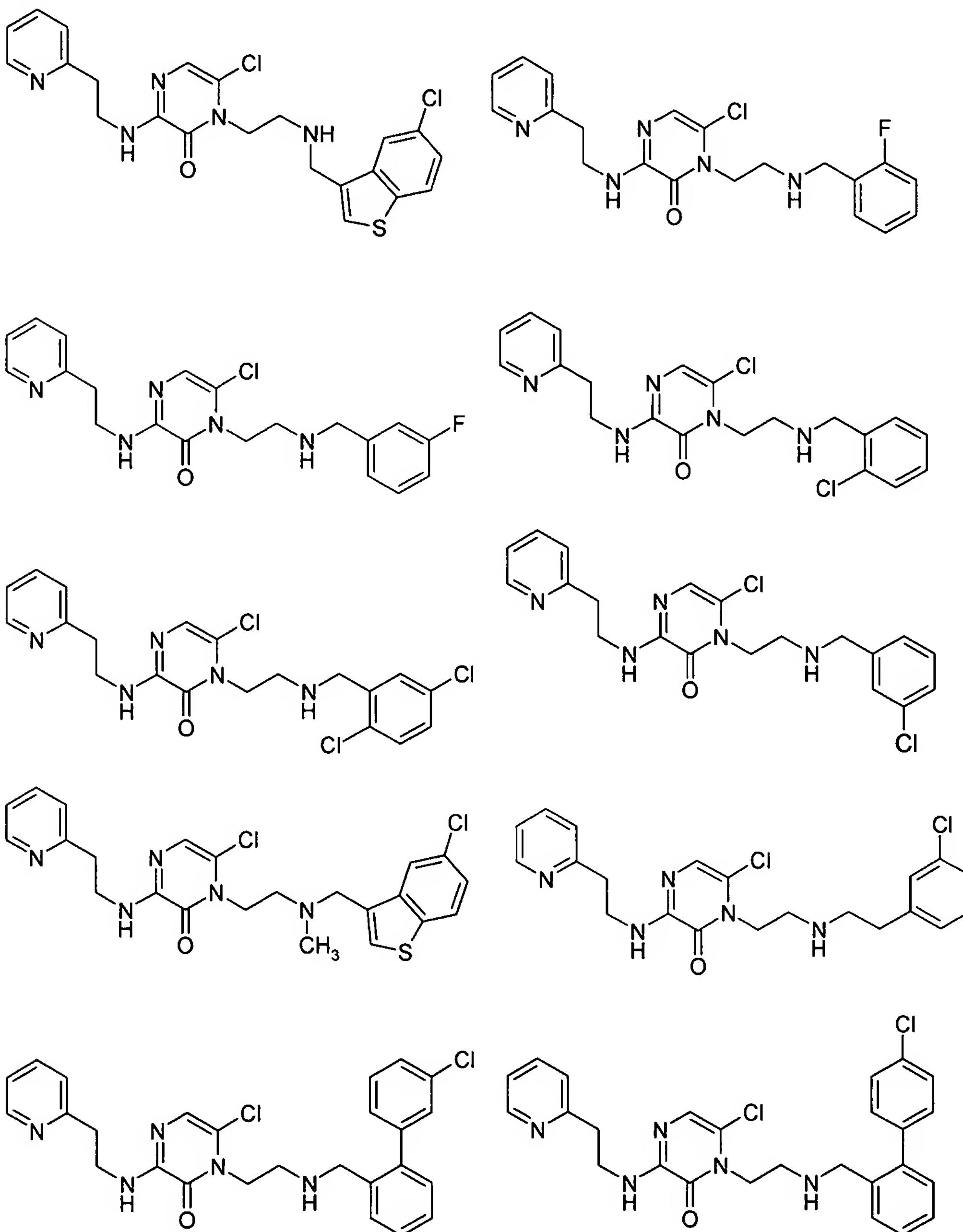
E^7 is selected from the group consisting of E^8 ; $-O-E^8$; $-N(R^{82})-E^8$; and $-C(O)-E^8$, wherein E^8 is phenyl or heterocycle containing up to 4 heteroatoms, which are the same or different and selected from the group consisting of $-O-$, $-S-$, $-S(O)-$, $-S(O_2)-$, $-N=$, $-N(O)=$ and $-N(R^{83})-$; and wherein E^8 is optionally substituted with chloro or $-N(R^{84}R^{85})$;

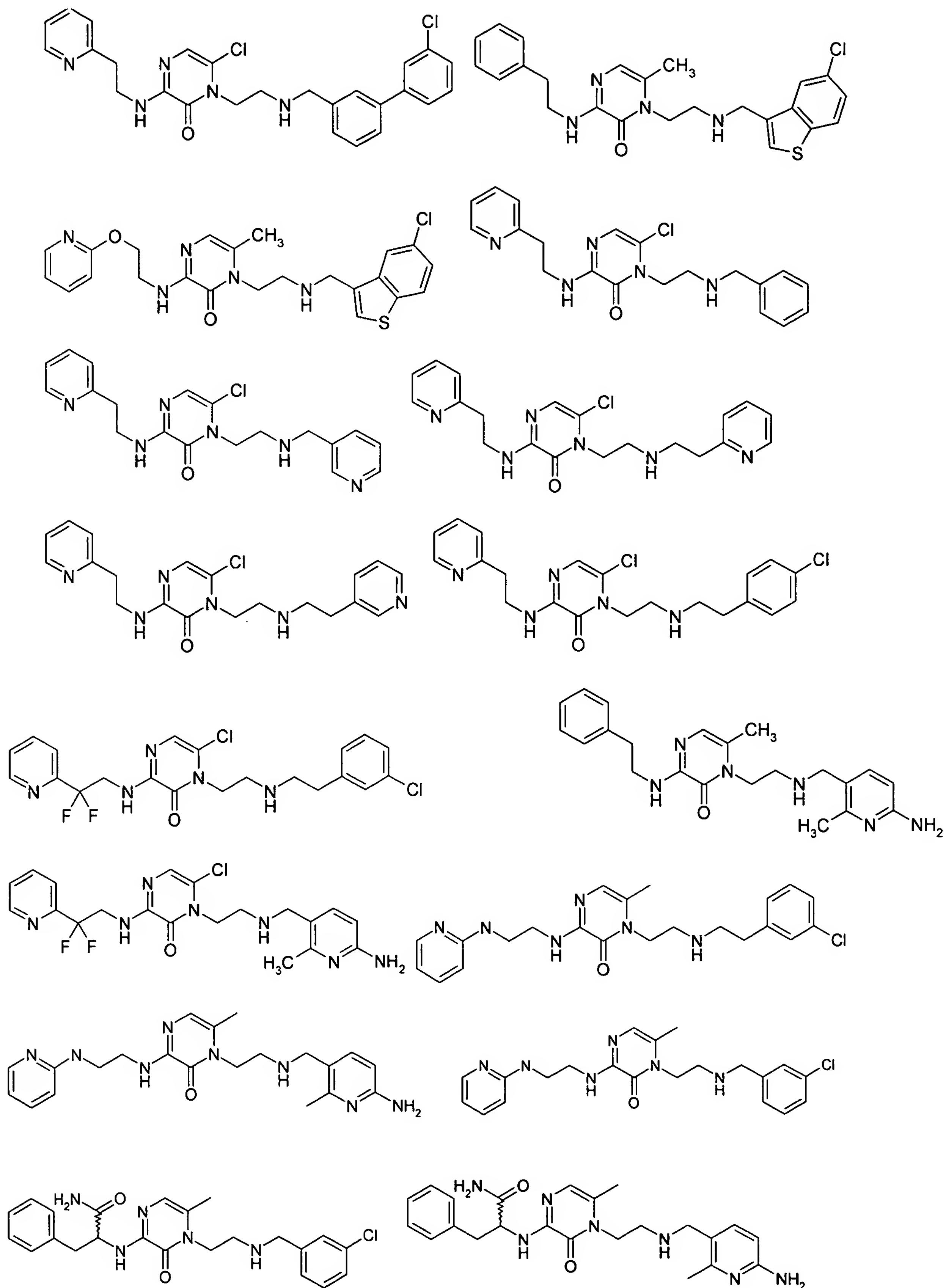
and wherein R^{82} , R^{83} , R^{84} , R^{85} are independently hydrogen or C_{1-4} alkyl.

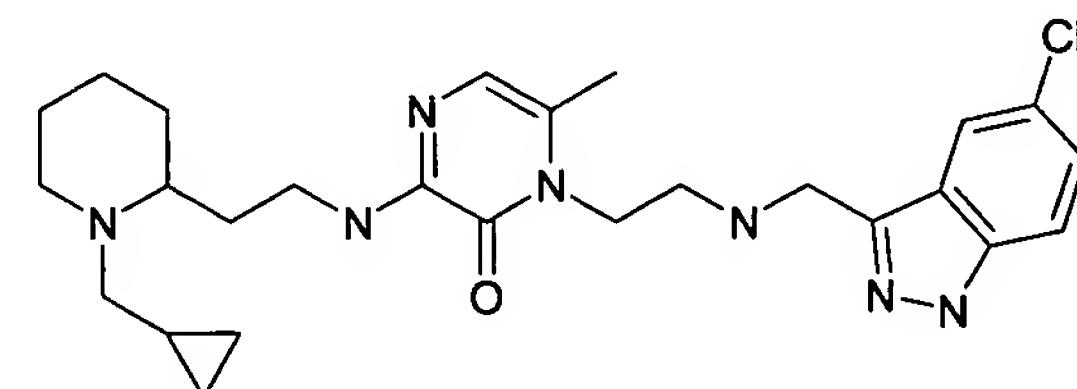
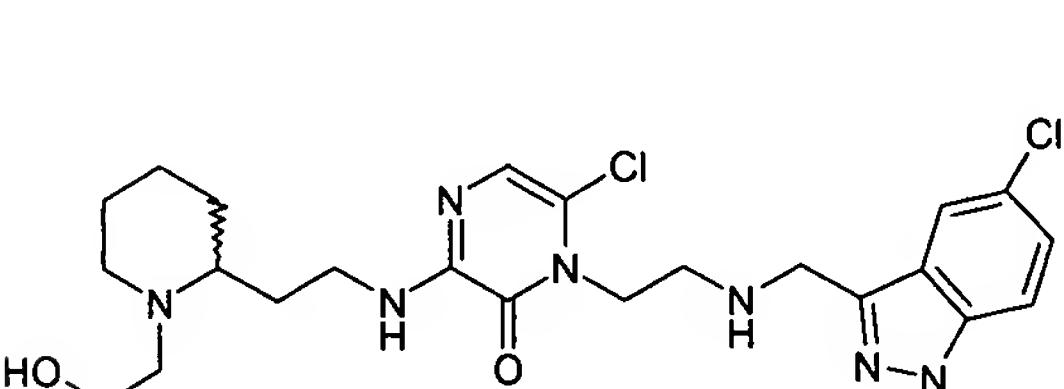
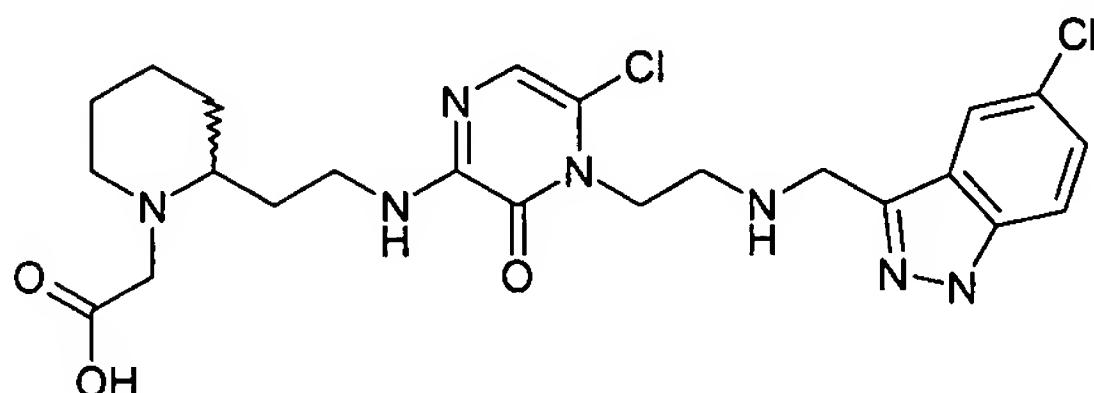
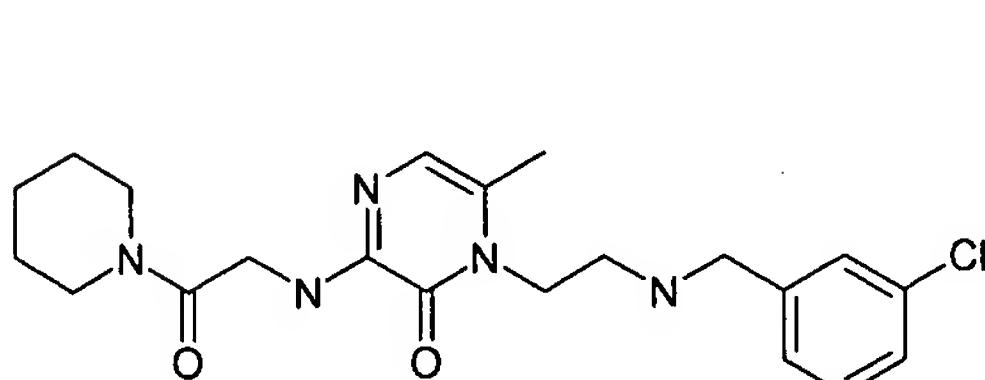
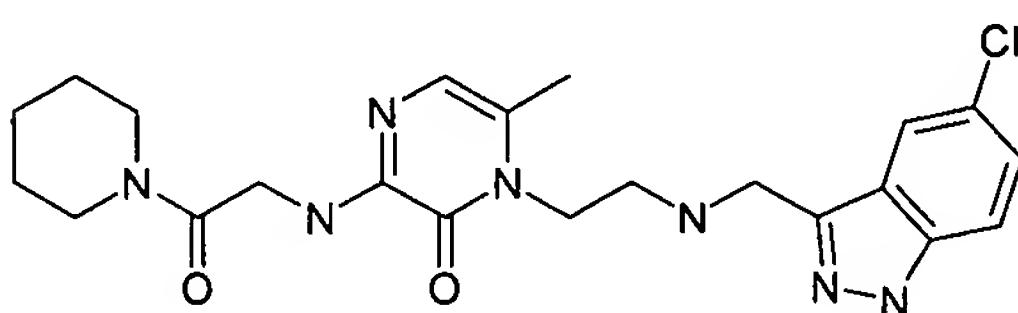
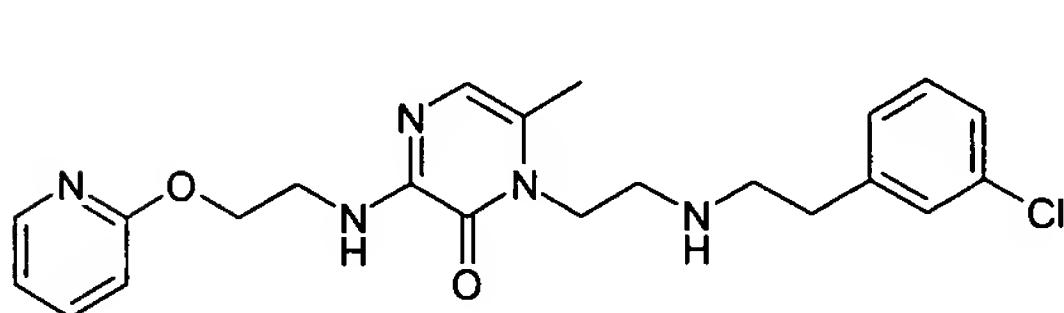
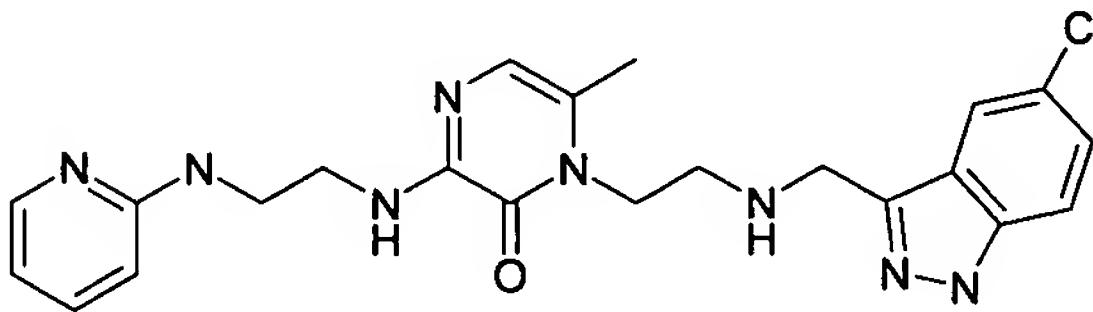
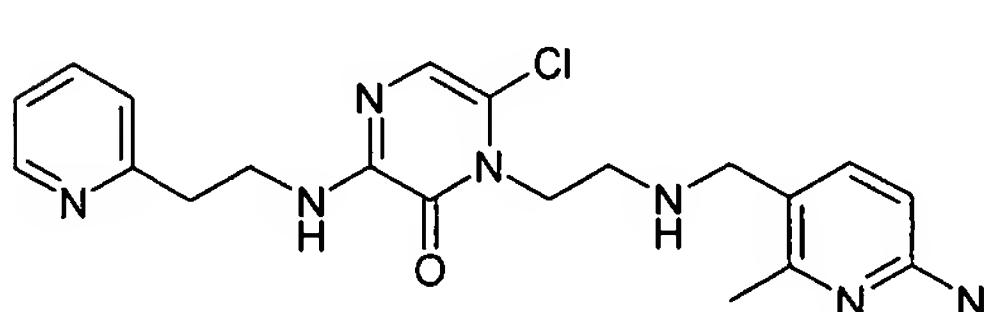
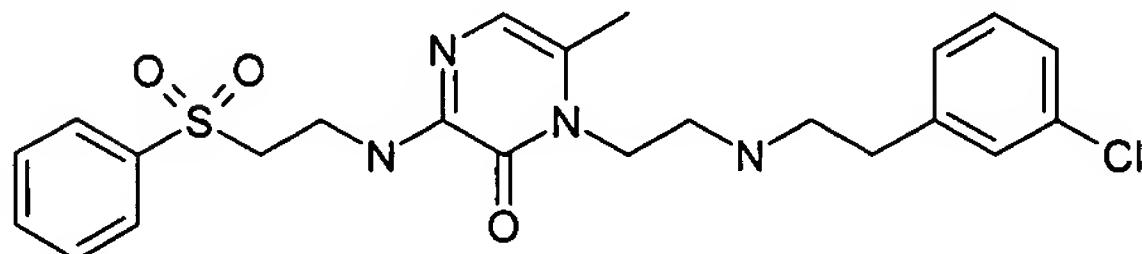
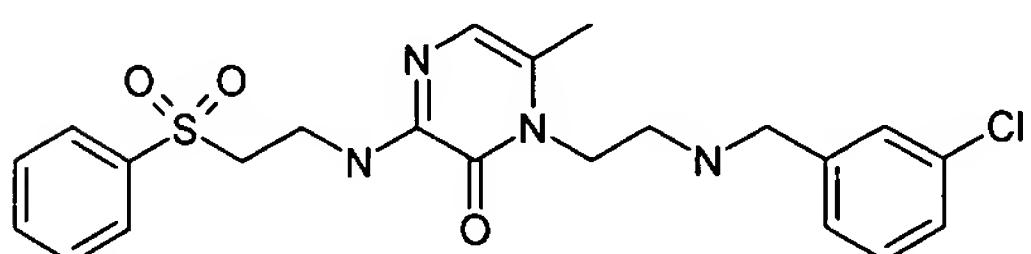
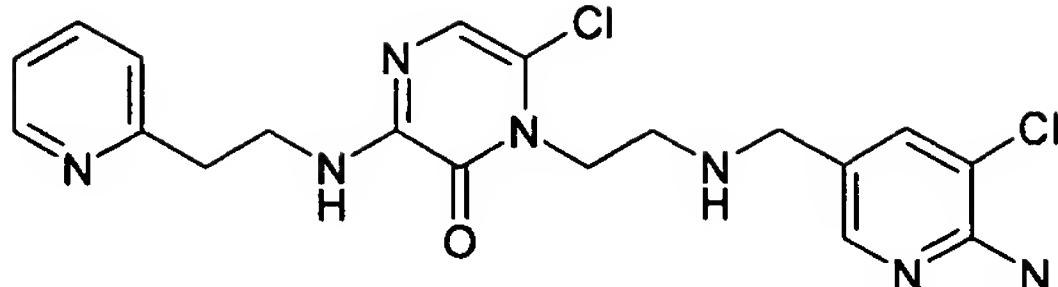
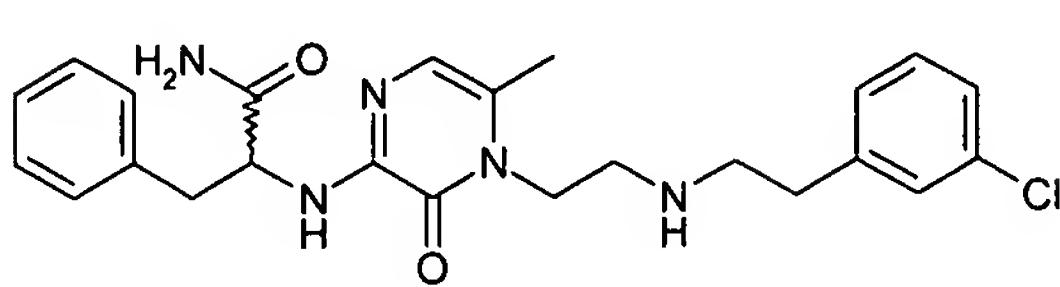
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22. (Original) A compound according to claim 21, wherein R^{67} , R^{68} , R^{69} , R^{70} , R^{71} are independently selected from the group consisting of hydrogen, fluoro, chloro, cyano, phenyl, chlorophenyl, methyl, methoxy, amino, monomethyl amino, dimethyl amino, pyrrolyl, diazolyl, triazolyl, and tetrazolyl.

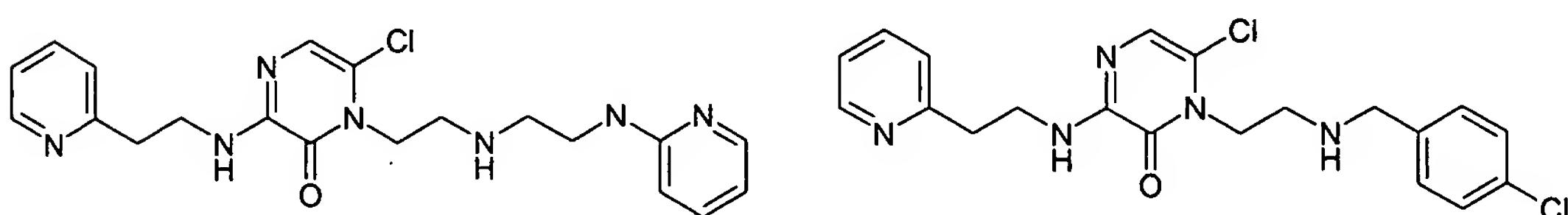
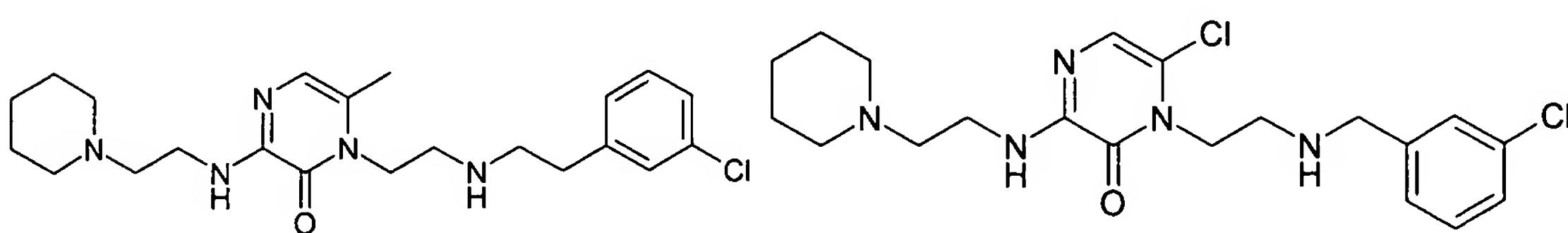
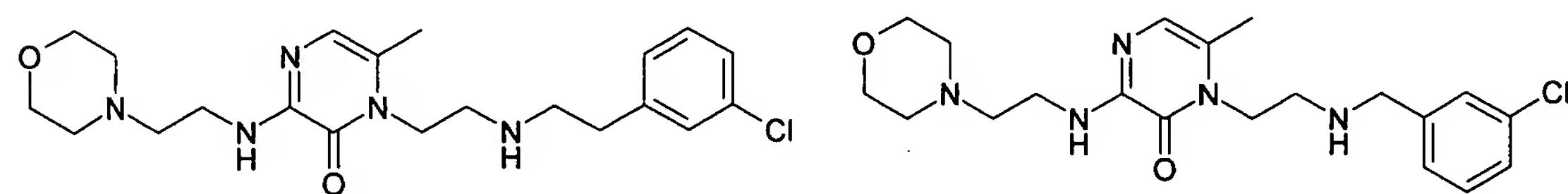
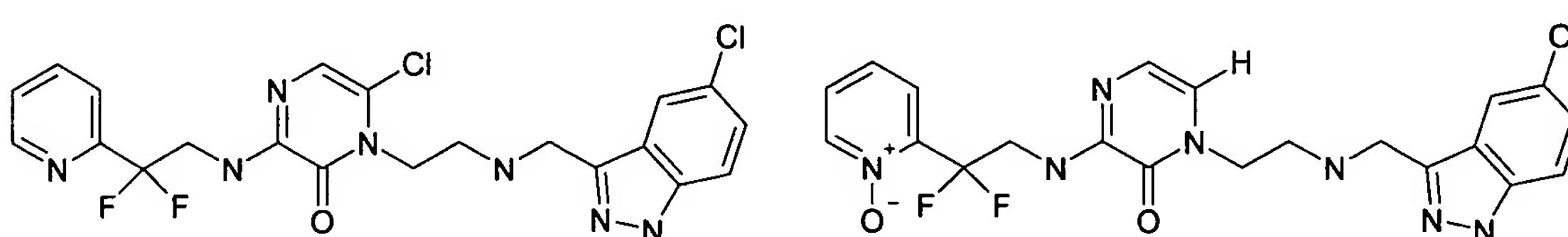
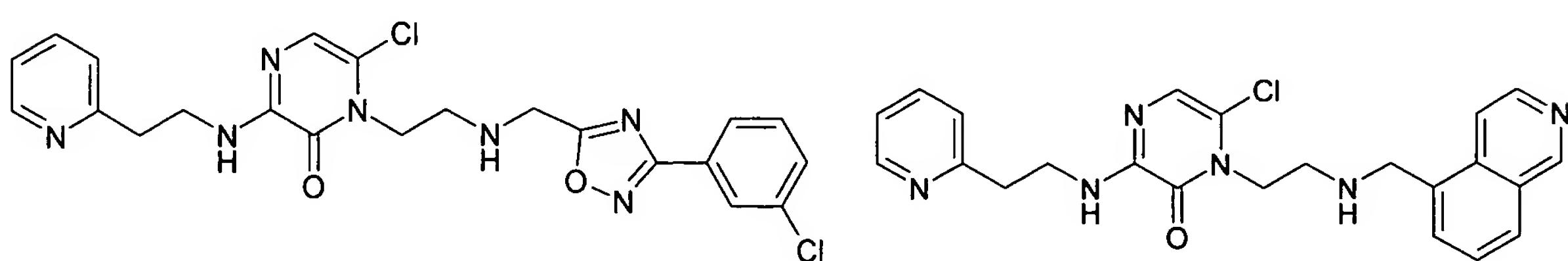
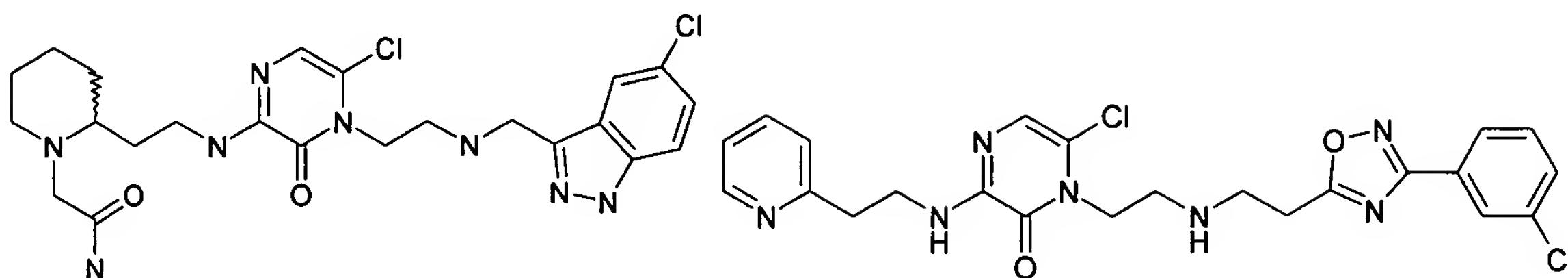
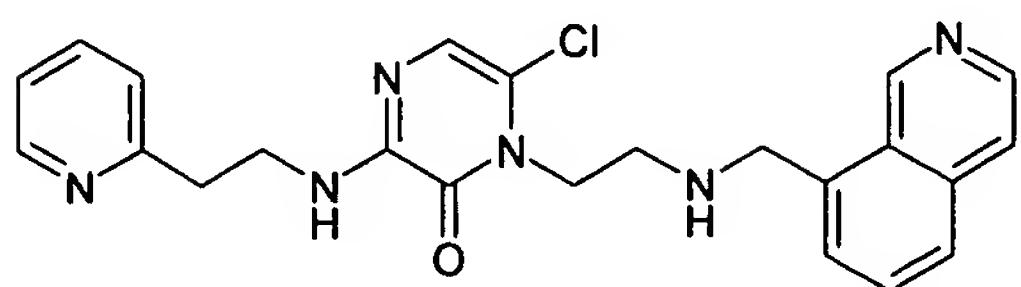
23. (Original) A compound selected from the group consisting of:



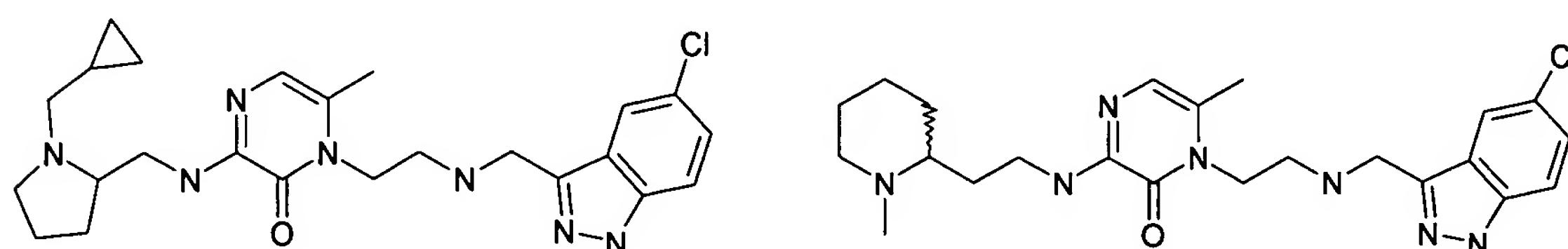
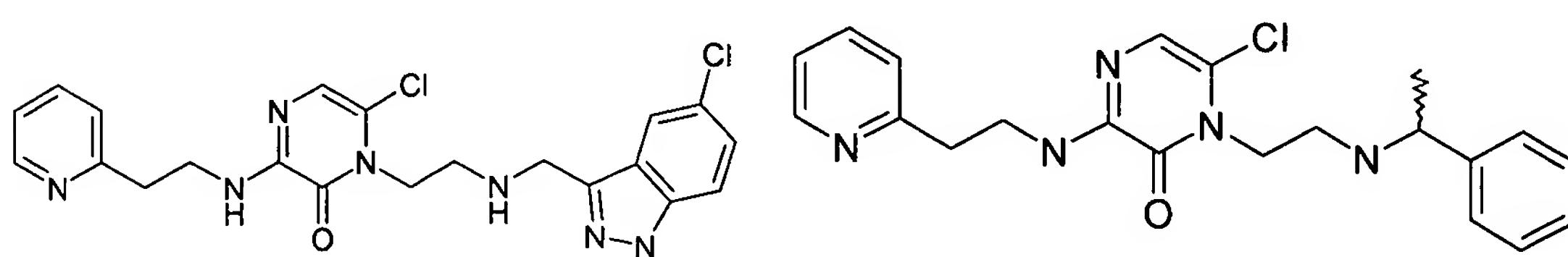
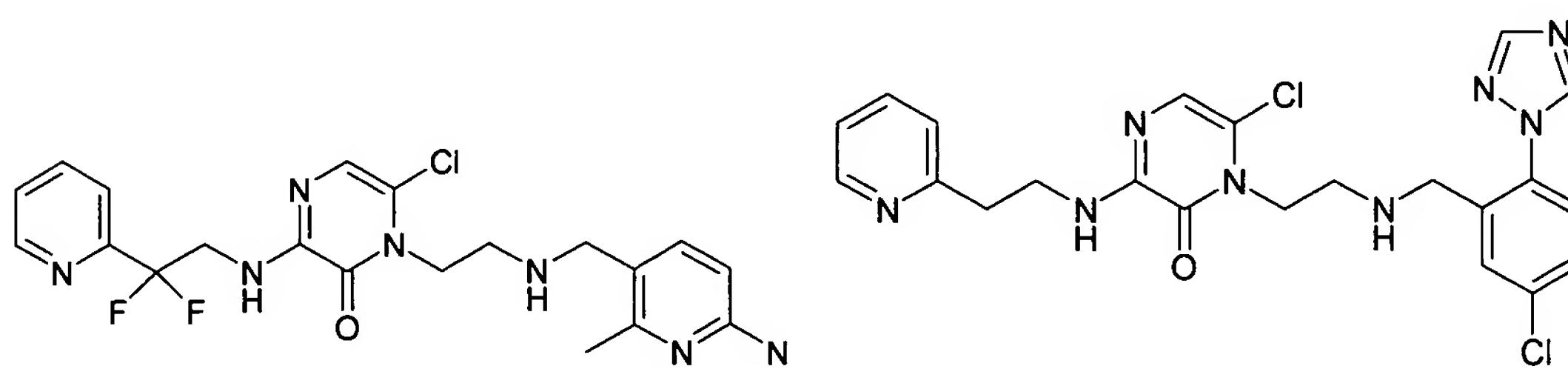
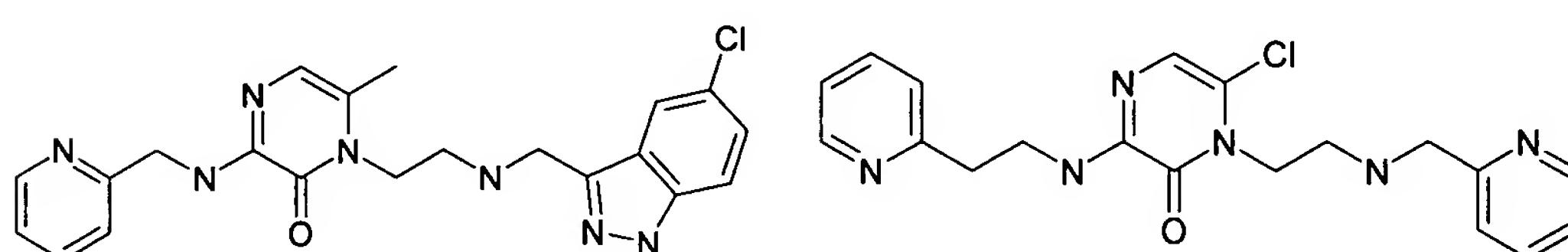
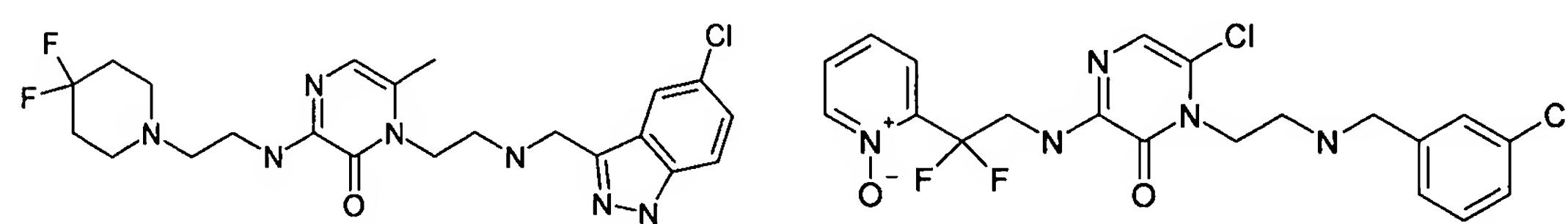
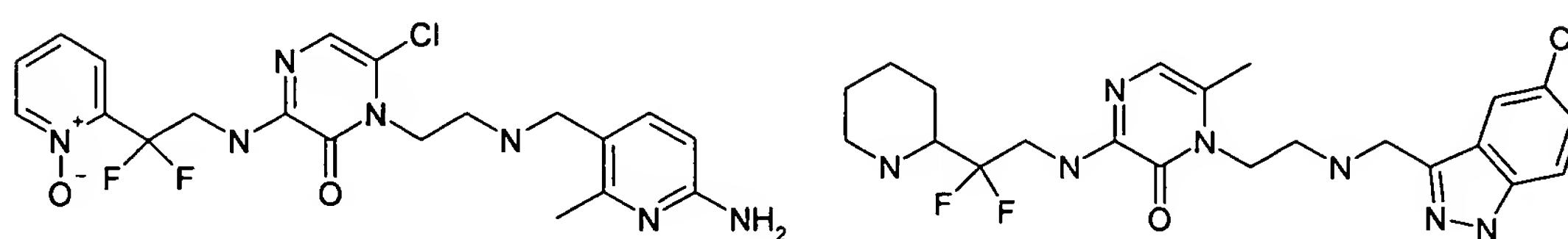
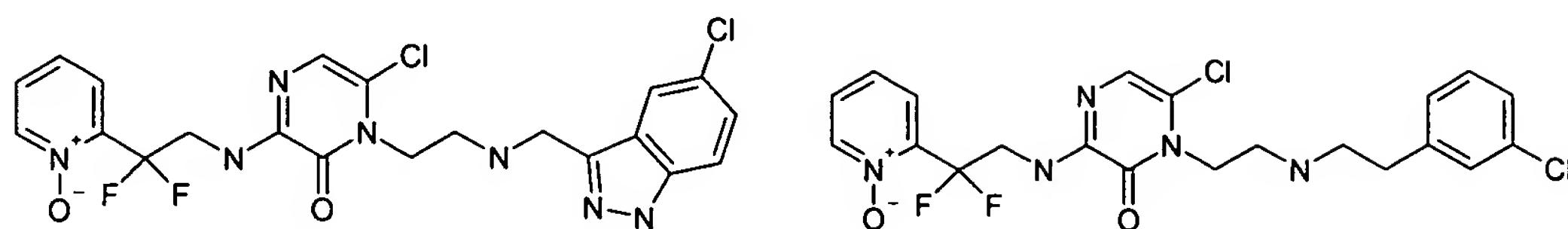


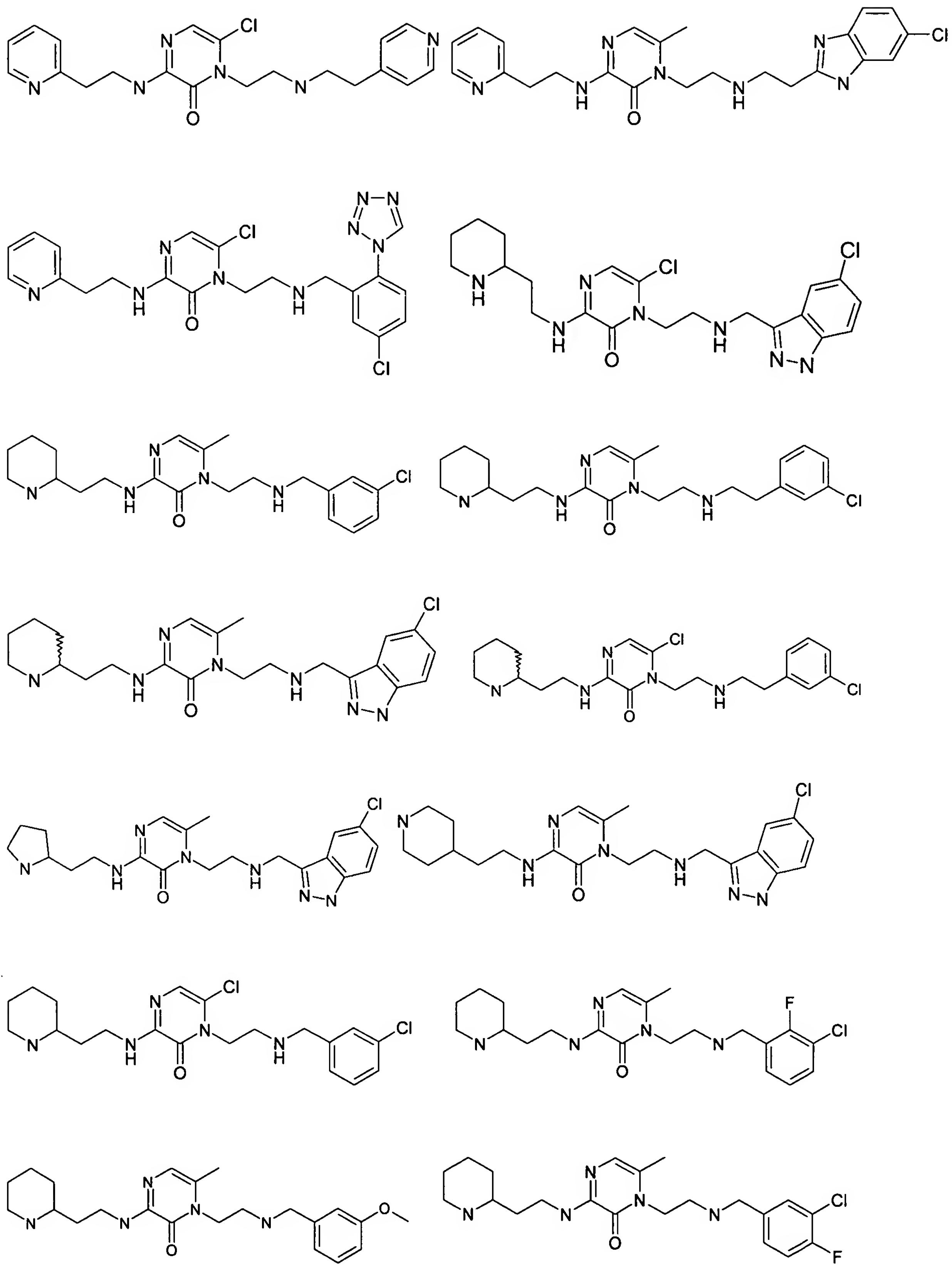


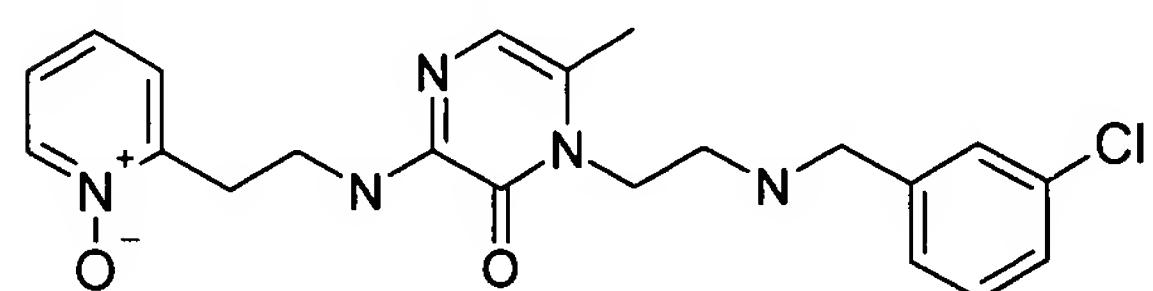
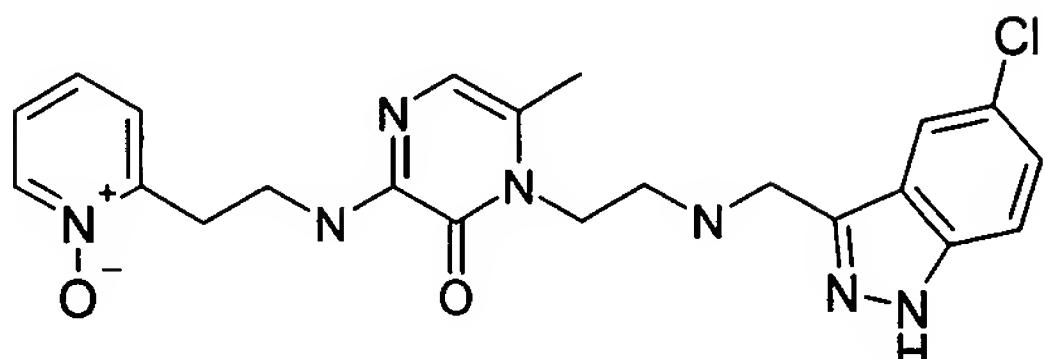
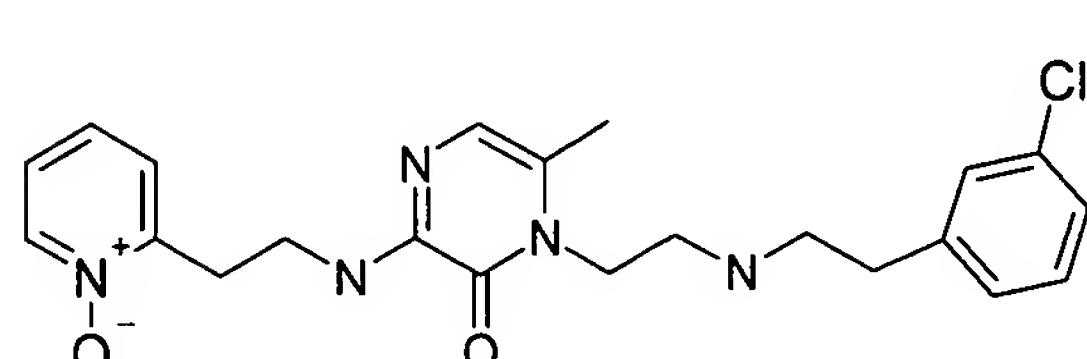
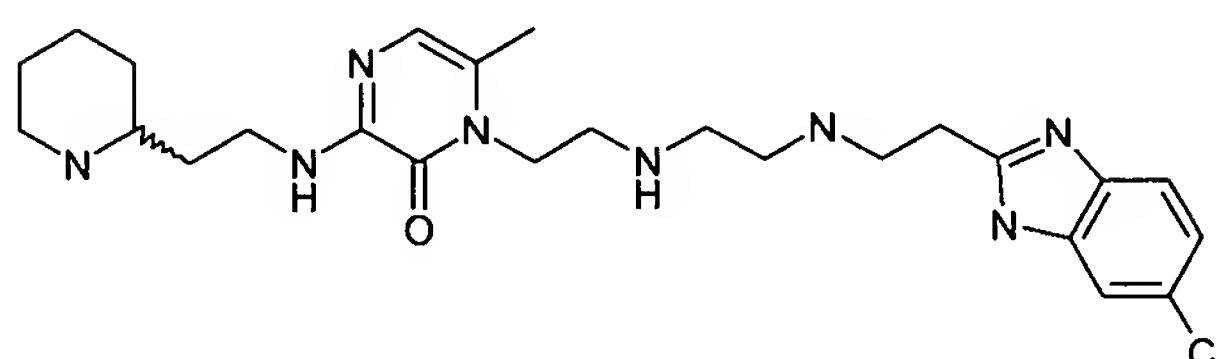
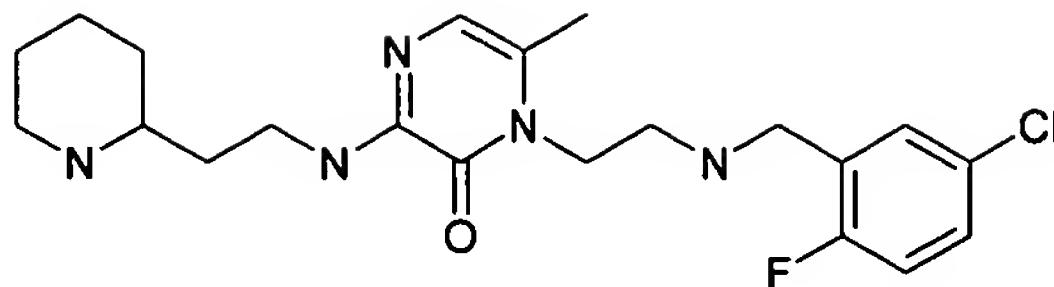
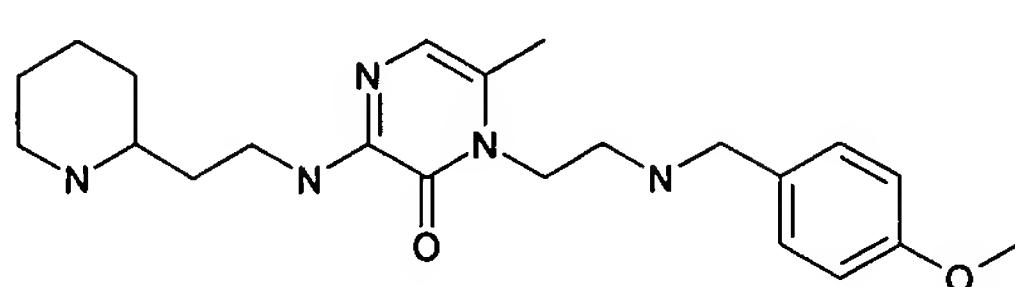
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24. (Canceled)

25. (Currently amended) A pharmaceutical composition comprising a compound or a mixture of compounds or a pharmaceutically acceptable salt thereof according to ~~any one of the claims 1 to 23~~ claim 1 together with a pharmaceutically acceptable carrier.

26. (Canceled)

27. (Currently amended) A The pharmaceutical composition according to claim 25 or 26, additionally comprising one or more known anticoagulants.

28. (Canceled)

29. (Canceled)

30. (Currently amended) ~~Use of a compound or a pharmaceutically acceptable salt of any of the claims 1 to 23 for the manufacture of a medicament~~ A method for the treatment or prophylaxis of thromboembolism, thrombosis, atherosclerosis, unstable angina, refractory angina, myocardial infarction, transient ischemic attacks, atrial fibrillation, thrombotic stroke, embolic stroke, deep vein thrombosis, disseminated intravascular coagulation, ocular build up of fibrin, ~~and or~~ reocclusion or restenosis of recanalized vessels, comprising administering to a patient a composition comprising the compound of claim 1.

31. (Canceled)

32. (Canceled)

33. (New) A method of treating a patient in need of an anticoagulant or thrombin inhibitor comprising administering a composition comprising the compound of claim 1 to said patient.